

RESOLUTION NO. 2018-16

**A RESOLUTION OF THE VILLAGE COUNCIL OF THE
VILLAGE OF KEY BISCAYNE, FLORIDA, APPROVING A
LETTER OF INTENT FROM FASTRACK INSTITUTE,
INC. FOR MOBILITY SOLUTIONS; PROVIDING FOR
AUTHORIZATION AND IMPLEMENTATION; AND
PROVIDING FOR AN EFFECTIVE DATE**

WHEREAS, the Village of Key Biscayne (“Village”) Council is committed to improving mobility throughout the Village; and

WHEREAS, Fastrack Institute (“Fastrack”) is a Village-based private operating foundation that collaborates with cities to find cutting edge, scalable solutions to urban challenges; and

WHEREAS, the Village Council desires to work with Fastrack to develop ideas to improve the Village’s mobility and wishes to approve Fastrack’s letter of intent attached hereto and incorporated herein as Exhibit “A” (the “Letter of Intent”); and

WHEREAS, the Village Council finds that this Resolution is in the best interest and welfare of the citizens of the Village.

NOW, THEREFORE, BE IT RESOLVED BY THE VILLAGE COUNCIL OF THE VILLAGE OF KEY BISCAYNE, FLORIDA AS FOLLOWS:

Section 1. **Recitals.** Each of the above-stated recitals are hereby adopted, confirmed, and incorporated herein.

Section 2. **Approval.** The Village Council hereby approves the Letter of Intent from Fastrack.

Section 3. **Authorization and Implementation.** The Village Council hereby authorizes the Village Manager to negotiate and enter into an agreement with Fastrack consistent with the terms and conditions of the Proposal, subject to approval by the Village Attorney as to

form, content, and legal sufficiency, and to take any action which is reasonably necessary to implement the purpose of this Resolution.

Section 4. **Effective Date.** This Resolution shall be effective immediately upon adoption.

PASSED and ADOPTED this 24th day of April, 2018.

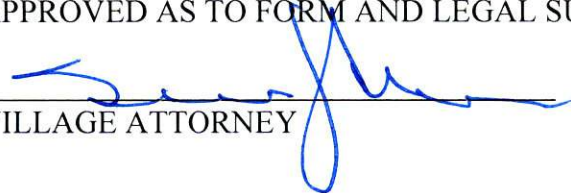

MAYOR MAYRA PEÑA LINDSAY

ATTEST:


JENNIFER MEDINA, CMC
VILLAGE CLERK



APPROVED AS TO FORM AND LEGAL SUFFICIENCY


VILLAGE ATTORNEY

The Village of Key Biscayne
88 West McIntyre Street
Key Biscayne, FL 33149

**Re: Letter of Intent for Promoting Development of Miami-Dade County
Mobility Fastrack Solutions**

This Letter of Intent is made and entered into as of this 2nd day of July, 2018, by and between the Village of Key Biscayne, a Florida municipal corporation, with offices located at 88 West McIntyre Street, Key Biscayne (the “Village”) and the Fastrack Institute, Inc. (“FTI”), a Florida not for profit Corporation, with offices located at 611 North Mashta Drive, Key Biscayne (Collectively, the “Parties”) for the purpose of working together to implement mobility solutions developed during the Miami Mobility Project.

In August 2017, FTI announced the launch of the 16-week Miami Mobility Project to help address Miami-Dade County’s transportation problems, with funding from the Knight Foundation, Miami-Dade Expressway Authority and other various public and private stakeholders within the County. As part of the program, FTI developed a series of inclusive public workshops to solicit feedback from the community and launched an open call for ideas to explore Miami-Dade mobility issues. The ideas presented were assessed based upon scalability, originality and potential time to market.

In December 2017, the Miami Mobility Project gave its final presentation where two teams presented their solutions for mobility challenges in Miami-Dade County and provided prototype versions of technology for community testing. FTI desires to work with the Village and explore opportunities in which such technology may be tested within the Village (the “Project”).

The Project aims to incentivize people to leave their cars at home. The primary goal of the Parties is to move people on and off the island in a fast and safe manner, which is in equal or greater comfort to their own cars. In order to accomplish this goal, Village residents, visitors and businesses will be able to utilize one of the Project’s mobility solution apps, which provides for monetary, point or cryptocurrency token awards for using an identified transit option on and off the island. After implementation, the Parties will measure the impact of the Project on mobility issues within the Village (decreasing number of cars on Village roads, increasing ride share numbers, award distribution, etc.).

The purpose of this Letter of Intent is to outline the basis of joint initiatives to develop a proposal(s) and work plan(s) to be submitted by FTI to the Village for the Project.

1. SCOPE OF INITIATIVE

The scope of the joint initiative of the Parties regarding the Project will be identified and mutually agreed to following the signing of this Letter of Intent in an Agreement to be executed by both Parties. Both parties will agree to the following steps as part of the Project:

- The Parties will jointly agree on a work plan for pursuing the goal(s) of the Project, which will set out the respective roles, responsibilities and accountabilities of the Parties.
- The Parties will keep each other informed about preparations for, timing and status of any interviews, presentations and contract negotiations related to the companies that may assist in the implementation of the Project.
- Potential collaboration efforts include FTI and the Village facilitating the trial of the Project to residents, visitors and businesses in the Village, and supporting the launch and/or event(s) as related to the Project go-to-market strategy.

2. SCHEDULE

The schedule of the joint initiative covered in this Letter of Intent will be carried out as further provided in an Agreement to be entered into between the Parties.

3. BASIS OF JOINT EFFORTS

This is merely a Letter of Intent. It is not intended to be binding upon either Party until such time as the Parties enter into a formal legally binding Agreement subject to the approval of both Parties.

4. CONDUCT OF BUSINESS

Our joint efforts will in no way restrict or encumber either Party in the normal conduct of their respective businesses except regarding potential clients or projects specifically identified by the Parties or which would be in conflict of interest with the subject matter of the Project and this Letter of Intent.

5. SIGNATURES

The signatures of both Parties below confirm their understanding of the joint efforts which they will carry out in accordance with this Letter of Intent. It is hereby agreed that this Letter of Intent may be executed in counterparts and/or by either Party via email or facsimile, each of which shall be considered an original.



Name: Rodrigo Arboleda
Title: Executive Chairman
Board of Directors



Name: John Gilbert
Title: Village Manager
Date: MAY 2, 2018
Village of Key Biscayne



Name: Pascal Finette
Title: Executive Director
Fastrack Institute Inc.